



新疆天业节水灌溉股份有限公司
XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 840)

**Form of proxy for use at the Extraordinary General Meeting (“EGM”)
to be held on Tuesday, 26 February 2019 (or any adjournment thereof)**

I/We ^(note 1) _____
of _____

being the holder(s) of _____ shares of nominal value of RMB1.00 each (the “Shares”) ^(note 2)
in the capital of 新疆天业节水灌溉股份有限公司Xinjiang Tianye Water Saving Irrigation System Company Limited*(the “Company”)

HEREBY APPOINT ^(note 3) the chairman of the EGM or ^(note 4) _____
of _____

as my/our proxy to attend and, on a poll, vote for me/us at the EGM of the Company to be held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the People's Republic of China (the “PRC”) on Tuesday, 26 February 2019 at 10:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM dated 11 January 2019 and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note 5):

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and elect Mr. Tan Xinmin as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration.		
2.	To consider and elect Mr. Huang Dong as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration.		
3.	To consider and elect Ms. Gu Li as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix her remuneration.		
4.	To consider and elect Mr. Hung Ee Tek as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration.		
5.	To consider and elect Mr. Xie Xinghui as shareholders' representative supervisor of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Supervisory Committee and to authorize the Board of the Company to fix his remuneration.		

SPECIAL RESOLUTION		FOR	AGAINST
1.	To approve the amendments to Articles of Association of the Company in accordance with the first special resolution in the EGM Circular and authorize the Board of the Company to handle the relevant filing and amendment (if necessary) procedures and other related matters arising from the amendments to Articles of Association of the Company on behalf of the Company.		

Shareholder's Signature ^(note 6): _____

Dated this _____ day of _____ 201 _____

Notes:

Important note: Before you appoint a proxy, you should read the notice of the EGM dated 11 January 2019.

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. Only one of the joint holders needs to sign (but see note 8 below).
2. Please insert the number of Shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “the chairman of the EGM” herein and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote on his behalf. A proxy does not need to be a member of the Company.
5. IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
7. To be valid, this form of proxy and, if such proxy from is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company’s H Shares registrar and transfer office at Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H Shares only), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
8. Where there are joint holders of any Share, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such Share as if he were solely entitled thereto, and if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.
10. This form of proxy is only applicable for the resolution contained herein.

* *For identification purpose only*



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XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 840)

EXTRAORDINARY GENERAL MEETING
REPLY SLIP

To: 新疆天業節水灌溉股份有限公司

Xinjiang Tianye Water Saving Irrigation System Company Limited* (the "Company")

I/We ⁽¹⁾ _____
of _____

(as shown in the register of members) being the registered holder(s) of ⁽²⁾ _____
shares of nominal value of RMB1.00 each in the capital of the Company, hereby inform the
Company that I/We intend to attend (in person or by proxy) the Extraordinary General
Meeting of the Company to be held at No. 36, Bei San Dong Road, Shihezi Economic and
Technological Development Zone, Shihezi, Xinjiang, the People's Republic of China (the
"PRC") on Tuesday, 26 February 2019 at 10:30 a.m..

Date: _____

Signature(s): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members) in BLOCK CAPITALS.
2. Please insert the number and class of shares of the Company registered in your name(s).
3. In order to be valid, this completed and signed reply slip shall be delivered to the Company's H Share registrar and transfer office in Hong Kong at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares only) or at the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only) on or before 4:00 p.m. on Monday, 4 February 2019. This reply slip may be delivered to the Company by hand, by post or by facsimile (the fax no. of the Company's H Share registrar and transfer office: (852) 28611465 for holders of H Shares only or the Company's fax no.: (86993) 2623183 for holders of Domestic Shares only).

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